

24

## GENERAL PARTNER SIGNATURE PAGE

for

## AGREEMENT OF PARTNERSHIP

The undersigned hereby executed and acknowledges that attached Agreement of Partnership (the "Partnership Agreement") of \_\_\_\_\_ Company, as of the 27 day of JUNE, 1988, and agrees to become a General Partner thereof in accordance with the terms and provisions of said Partnership Agreement.

SHAFI M. SHARIFAN.

Name of partner

004%

Number of Units

77- YANTECAW AVE

Residence address

BLOOMFIELD N.J 07003

City, State, Zip Code

Form of Entity (individual, partnership, corporation, etc.)

Signature(s)

Title (if not an individual)

Date

Social Security or (if applicable) Tax I.D. Number

STATE OF S. )COUNTY OF MIDDLESEX )SS: 579-96-5131

BEFORE ME, a Notary Public in and for said County and State, on this day personally appeared the above-named SHAFI & SHARIFAN

who acknowledged that he did sign the foregoing Agreement of Partnership of \_\_\_\_\_ as a General Partner thereof 2nd that the same is

his own free act and deed,

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of JUNE, 1988.

Notary Public

GERALDINE A. VERT  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires April 18, 1989

**Federal Communications Commission**

**Docket No.** WFO-00 **Exhibit No.** 24

**Presented by** \_\_\_\_\_

**Disposition**

**Identified** ☒ **Received** ☒ **Rejected** ☐

**Reporter** Hazzard

**Date** 10/22/02

## SUBSCRIPTION AGREEMENT

The undersigned, having received a copy of the Partnership Agreement and the related documents to which the Partnership Units ("Units") of \_\_\_\_\_ a general partnership (the "Partnership"), are offered for and in consideration of the execution and delivery of a like Subscription Agreement by other investors, hereby agrees to purchase ONE Unit(s) at the price of \$10.00 per Unit, and in consideration therewith to become a Partner of the Partnership.

The undersigned agrees that payment of the full purchase price for each Unit shall **be** made in cash or check payable to the Partnership with the delivery of this Agreement and all other documents required to be executed by the partners.

In the event that the closing ~~of~~ the sale of the Units does not occur as set forth in the Partnership Agreement or is rejected by the Partnership, then the undersigned's obligations hereunder and this Subscription Agreement shall be null and void and all funds will be returned without interest.

The undersigned hereby represents and warrants to the Partnership and to the other investors that he:

(a) has received, read and understood the Partnership Agreement, Subscription Agreement, and all related documents in connection with this transaction;

(b) is aware that the investment in the Partnership involves certain economic variables and risks that could possibly adversely affect the security of his investment and that by becoming a general partner he will jointly and severally be responsible for all debts, obligations and claims arising from the Partnership business;

the legality of the Partnership or whether the Partnership complies with applicable securities laws of any state. and that *TCC* will not directly or indirectly manage the *affairs* of the Partnership;

(h) if the undersigned *is* a Partnership, Corporation or other entity, that such entity has its principal office and place of business in the State of N.J., or if such entity was formed for the purpose of acquiring Unit(s) in the Partnership, that each and every beneficial owner of such entity is a resident of the State of N.J., and meets all other suitability standards set forth in this Agreement.

The undersigned further represents that he may not cancel, transfer, assign or rescind this Agreement and this Agreement *is* subject to acceptance or rejection by the Partnership, and in case of rejection all *funds* will be returned.

The undersigned further represents that the information set forth below is accurate and may be relied upon *for all* purposes.

101

SHAFI M. SHARIFAN  
M. RIAHA SHARIFAN  
77 YANTECAW AVE.  
BLOOMFIELD, NJ 07003

June 27 1988

55-1/212

Pay to the  
order ofMalecki Ass. Es. Agent for Design Cellars \$ 10,000.<sup>00</sup>/<sub>100</sub>Ten thousands

Dollars

CHECK NOT VALID FOR UNDER 500 DOLLARS

**MIDLANTIC**

Midlantic National Bank  
2 Broad St., Bloomfield, NJ 07003

Memo

Shafi M. Sharifan

⑆021200012⑆⑈80010109957⑈0⑆01

## EXHIBIT A

The partners of the General Partnership are:

Terry H. Jones

NAME

39 Nnrth Broad Street West Hazelton, Pennsylvania 18201 (717) 454-1541

ADDRESS CITY STATE ZIP CODE TELEPHONE

Marie-Nadine Mulvaney

NAME

51 South Bridge Street Somerville, New Jersey 08876

ADDRESS CITY STATE ZIP CODE TELEPHONE

Becky Jo Clark

NAME

114 East Brookwood Drive Clemson, South Carolina 292631 (803) 654-9193

ADDRESS CITY STATE ZIP CODE TELEPHONE

Eugene Grumer

NAME

Southwyck Village, Maddaket #7 Scotch Plains, New Jersey 07076 (201) 499-0460

ADDRESS CITY STATE ZIP CODE TELEPHONE

George G. Malanga

NAME

33 Lines Avenue Hopatcong, New Jersey 07843 (201) 398-7133

ADDRESS CITY STATE ZIP CODE TELEPHONE

Cellular Dream Partnership-Kandacc J. Dolphin

NAME

3097 Sylvan Drive, York, Pennsylvania 17402 (717) 757-2935

ADDRESS CITY STATE ZIP CODE TELEPHONE

Robert Bernstein

NAME

106 Cranford Avenue Cranford, New Jersey 07016

ADDRESS CITY STATE ZIP CODE TELEPHONE

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# CELLULAR APPLICANT QUESTIONNAIRE

ne to be used on Application. i.e., Doe Communications, J & M Communications, etc.

SHAFI M. SHAFI FAN

me of individual signing Application

Title

(If Applicant is a Corporation, Partnership, Etc.)

nn YANKEEOW ON Bloomfield NJ 07007

eeet Address (Do NOT use P.O. Box)

City

State

Zip Code

cial Security Number or Federal I.D. Number

201) 893-9245 579-96-5131 (201) 227-6460

ome Phone Number

Business Phone Number

applicant s (Check one):

Individual

Corporation

Partnership

Unincorporated Company

the ownership interest for married couples or groups of individuals is anything other than equal percentages. please  
ve us full details.

re all parties. partners or shareholders involved in this application citizens of the United States?

Yes No If No, please attach an exhibit giving full details.

; any party. partner or shareholder involved in this application a representative of an alien or foreign government?

Yes No If Yes, please attach an exhibit giving full details.

app. ent is a partnership. attach a certified partnership agreement as an exhibit hereto or. if an oral partnership. list  
omplete details below.

ve you or any relatives (either individually, or as an owner of five percent or more of any entity) currently applying for. or  
ave ownership in, any license with the Federal Communications Commission? If Yes, which, if any, of these licenses are  
within fifty miles of the Cellular market you intend to apply for? Please attach a list giving full details, including names.  
relationship, license. and area for each such person.

NO

Has applicant. or any party. partner or shareholder to this application. had any FCC station license or permit revoked or had  
a license renewal denied by the FCC? Yes No

If Yes. attach as an exhibit a statement giving call sign of license or permit revoked and related circumstances.

Has applicant. or any party. partner or shareholder to this application. been adjudged guilty of monopolizing or attempting  
to monopolize radio communication by any means or unfair method of competition?

Yes No

If Yes. attach as an exhibit a statement relating to facts.

Has the applicant or any party, partner or shareholder to this application, ever been convicted of a crime involving a penalty  
or fine of \$500 or more and/or imprisonment for 6 months or more? Yes No

If Yes, attach as an exhibit a statement relating to facts.

Has the applicant, or any party, partner or shareholder to this application, presently a party to any items currently pending  
as referred to in questions 7, 8, or 9 above? Yes No

If Yes. attach as an exhibit a statement relating to facts.

Is the applicant, or any party. partner or shareholder to this application, directly or indirectly affiliated with any entity or  
person engaged in the business of providing a public wireline telephone service?

Yes No

If Yes, attach as an exhibit a statement relating to facts.

# Payer's Request for Taxpayer Identification Number and Certification

Give This Form  
to the Payer,  
Middleman, Broker,  
or Barter Exchange

as on

Please print:

ess

77 YANTECAW Ave.  
City, State, and ZIP code  
Bloomfield N-J 07003

## Part I Taxpayer Identification Number—For All Accounts

Social security number

579 96 5131

Employer identification number

Note: If the account is in more than one name,  
see the chart on page 2 for guidelines on which  
number to give the payer.

## Part II For Payees Exempt From Backup Withholding (Set

Certification.—Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me), and
- (2) I am not subject to backup withholding either because I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the IRS has notified me that I am no longer subject to backup withholding.

Certification Instructions.—You must cross out item (2) above if you have been notified by IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax return. However, if after being notified by IRS that you were subject to backup withholding you received another notification from IRS that you are no longer subject to backup withholding, do not cross out item (2). (Also see Certification under Specific Instructions.)

Please  
Sign

Signature

Shafi M. Sharifan

Date

6/27/88

## Instructions

(Section references are to the Internal Revenue Code.)

### Purpose of Form

Complete this form and give it to the payer of interest, dividends, and certain other payments (including broker and barter exchange transactions) so that you will not be subject to the 20% backup withholding that became effective January 1, 1984.

Use this form to report and certify your taxpayer identification number (TIN) to the payer, to certify that you are not subject to backup withholding because of underreporting interest and dividends on your tax return, and to claim exemption from backup withholding if you are an exempt payee.

If you do not complete this form properly and return it to the payer, the payer may be required to withhold 20% of payments made to you.

Note: If a payer gives you a form other than a W-9 to request your TIN, you must use the payer's form.

### What Is Backup Withholding

The Interest and Dividend Tax Compliance Act of 1983 requires payers to withhold and pay to IRS 20% of payments of interest, dividends, and certain other payments under certain conditions. This is called "backup withholding." If you give the payer your correct TIN, certify your TIN when required, and report all your taxable interest and dividends on your tax return, your payments will not be subject to backup withholding.

Payments you receive will be subject to backup withholding if:

- (1) You do not furnish your TIN to the payer, or
- (2) IRS notifies the payer that you furnished an incorrect TIN, or
- (3) You are notified by IRS that you are subject to backup withholding because you failed to report all your interest and dividends on your tax return (for interest and dividend accounts only), or
- (4) You fail to certify to the payer that you are not subject to backup withholding under (3) above (for interest and dividend accounts opened after 1983 only), or
- (5) You fail to certify your TIN. This applies only to interest, dividend, broker, or barter exchange accounts opened after 1983, or broker accounts considered inactive in 1983.

For other payments, you are subject to backup withholding only if (1) or (2) above applies.

Certain payees and payments are exempt from backup withholding and information reporting. See Payees and Payments Exempt from Backup Withholding, on this page, and Exempt Payees and Payments under Specific Instructions, on page 2, if you are an exempt payee.

### How to Obtain a TIN

If you do not have a TIN, you should apply for one immediately. To apply for the number obtain Form SS-5, Application for a Social Security Number Card (for individuals), or Form SS-4, Application for Employer Identification Number (for businesses and all other entities), at your local office of the Social Security Administration or the Internal Revenue Service. Complete and file the appropriate form according to its instructions.

If you do not have a TIN, write "Applied For" in the space for the TIN in Part I, sign and date the form, and give it to the payer. You will then have 60 days to obtain a TIN and furnish it to the payer. During the 60-day period, the payments you receive will not be subject to the 20% backup withholding. However, if the payer does not receive your TIN from you within 60 days, backup withholding will begin and continue until you furnish your TIN to the payer.

Note: Writing "Applied For" on the form means that you have already applied for a TIN, OR that you intend to apply for one in the near future.

As soon as you receive your TIN, complete another Form W-9, include your new TIN, sign and date the form, and give it to the payer.

### Payees and Payments Exempt from Backup Withholding

The following lists payees that are exempt from backup withholding and information reporting. For interest and dividends, all listed payees are exempt. For broker transactions, payees listed in (1) through (13), and a person registered under the Investment Advisers Act of 1940 who regularly acts as a broker are exempt. Payments subject to reporting under sections 6041 and 6041A are generally exempt from backup withholding only if paid to payees described in items (1) through (6), except that a corporation that provides medical and health care services or bills and collects payments for such services is not exempt from backup withholding or information reporting. Only payees described in items (2) through (6) are exempt from backup withholding for barter exchange transactions, patronage dividends, and payments by certain fishing boat operators.

## EXHIBIT A

The partners of the General Partnership are:

Vincent DiCostanzo

NAME

415 Monroe Avenue	New Milford, New Jersey	07046	(201)262-8749	
ADDRESS	CITY	STATE	ZIP CODE	TELEPHONE

Jay McInerney

NAME

246 West 11 <sup>th</sup> Street	New York, New York	10014		
ADDRESS	CITY	STATE	ZIP CODE	TELEPHONE

Shafi M. Sharifan

NAME

77 Yantecaw Avenue	Bloomfield, New Jersey	07003	(201)893-9245	
ADDRESS	CITY	STATE	ZIP CODE	TELEPHONE

Dennis R. Spence

NAME

9 James Street	Bloomfield, New Jersey	07003	(201)743-1851	
ADDRESS	CITY	STATE	ZIP CODE	TELEPHONE

Joel I. Bunis

NAME

524 Morris Avenue, Apt. 2E	Elizabeth, New Jersey	07208	Bus. (201)273-2484 (201)280-2418	
ADDRESS	CITY	STATE	ZIP CODE	TELEPHONE

Nancy Kelner

NAME

38 Georgia Street	Cranford, New Jersey	07016	Bus. (201)273-3023 (201)272-9072	
ADDRESS	CITY	STATE	ZIP CODE	TELEPHONE

Edward Rogers

NAME

ADDRESS	CITY	STATE	ZIP CODE	TELEPHONE
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EXHIBIT B

The initial Manager of the Partnership is:

Allan C. Kane

NAME

191 North Avenue East

ADDRESS

Cranford

CITY

New Jersey

STATE

07016

ZIP

201-276-8870

TELEPHONE

TO: Alee Cellular Communications  
FROM: Allan C. Kane, Partnership Manager  
DATE: December 29, 1989  
RE: Change of FCC Counsel

As you know, questions have been raised at the Federal Communications Commission about Contingent Mutual Risk-Sharing Agreements. These questions may result in an FCC inquiry addressing the validity of such Agreements under FCC rules and could affect RSA awards made to parties to such Agreements.

In order to handle these matters, as Partnership Manager, I am recommending a change in the partnership's FCC counsel from William Franklin to the law firm of Hopkins and Sutter. Hopkins and Sutter is a national firm of over 250 lawyers. The Washington, D.C. Office of Chicago's Hopkins and Sutter has a well established communications practice, led by a former FCC General Counsel. It also includes two partners well versed in FCC matters in general, and cellular matters in particular...each who have been practicing communications law in Washington for over 15 years: Neal Goldberg, a former legal adviser to an FCC Commissioner, and Dick Edge, a former FCC common Carrier Bureau staff member who worked on the original cellular proceedings at the FCC.

If you have any questions, please do not hesitate to call this office.

Please sign at the bottom, and have witnessed by two individuals, this letter expressing your agreement to this change of law firms.

Best wishes for 1989/90

Date Jan 3, 1990 Allan C. Kane, Partnership Manager

As a partner in the above General Partnership, I hereby agree by witnessed signature to the transfer of law firms as described above.

Witness Mr. [Signature] Signed [Signature]  
Witness [Signature]

AGREEMENT TO RESCIND  
RISK-SHARING AGREEMENT

Pursuant to Section 7.2(c) of the Mutual Contingent Risk-Sharing Agreement of September, 1988, the parties thereto hereby agree to rescind, void and terminate the Agreement thereby placing the parties in the same position as if **such** agreement had never been entered into. The Rescission may be executed in counterparts. The person executing this Rescission on behalf of the Participant named below represents and warrants that he or she is fully authorized to execute and deliver this Rescission on behalf of such Participant.

Counterpart Signature of

NAME OF PARTICIPANT: SHAF SHARIF  
Signature: [Signature]

Printed Name & Title  
of Person Signing: \_\_\_\_\_

Date: Jan 3 1990

Witness: Mirza Rabbani

Witness: Ali Zahedi

VOTE

PARTNERSHIP NAME:

Alec Cellular Communication

Date: 9, 15

PARTNER:

QUESTION #1:

This question has to do with the decision for the "New Jersey Partnerships" (12) to enter into and to participate in a Profit Sharing arrangement among themselves, so as to reduce the individual Partnerships and Individual risks, as well as to increase the opportunity for the Individual Partnership and Individual to participate in a greater opportunity to share in the potentially greater number of market awards. (Greater profits.)

(The Managing Partner recommends that this matter be approved.)

YOUR VOTE

- ☒ I vote YES, unreservedly, to approve the PROFIT SHARING PROGRAM and will abide by the conditions of same.
- ☐ I vote AGAINST the PROFIT SHARING PROGRAM and will accept the increased risks and reduced potential profits.

QUESTION 2

This question involves the inclusion and acceptance of the twelve (12) Cellular Partnerships in the state of Florida, which were organized under the exact and similar arrangements as the New Jersey Partnerships. (12)

The Managing Partners of the Florida group were part and parcel of The Cellular Corporation (TCC) planning for several years and have faithfully followed the same guidelines as those of the original program initiated in New Jersey.

The net result of the combining of the Twenty-Four (24) Partnerships into the PROFIT SHARING PROGRAM, will substantially reduce the Individual Partnership risks as well as the Individual risks and at the same time, will substantially increase the Individual Partnerships and Individual Partner opportunity to participate in a greater NUMBER of LARGER markets. ("DIGGER Wins.")

(The Managing Partner recommends that this arrangement be approved.)

YOUR VOTE

- ☒ I vote YES unreservedly for the acceptance and inclusion of the Twelve Florida Partnerships to participate on an equal and pro-rata basis with the Twelve (12) New Jersey Partnerships.
- ☐ I vote AGAINST the inclusion of the Twelve Florida Partnerships in the entire program with the Twelve (12) New Jersey Partnerships.

Date:

Sept 15, 1988

Signature

Shayim Sharifa